

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Re: D.I. 1269, 1361, 1364, 1447

**GRANITE TELECOMMUNICATIONS, LLC'S WITNESS AND EXHIBIT LIST
FOR HEARING ON MAY 20, 2025, AT 10:00 A.M.
REGARDING ADMINISTRATIVE EXPENSE CLAIM**

Granite Telecommunications, LLC ("Granite"), hereby submits this witness and exhibit list (the "Witness and Exhibit List") for the hearing (the "Hearing") scheduled for **May 20, 2025, at 10:00 a.m. (ET)** before the Honorable Laurie Selber Silverstein, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801, regarding, in relevant part, the *Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim* [D.I.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

1269] (the “Motion”), the *Debtors’ Objection to Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim* [D.I. 1361], the *Ad Hoc Group of First Lien Lenders’ Joinder to Debtors’ Objection to Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim* [D.I. 1364], and the *Reply in Support of Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim* [D.I. 1447].

WITNESSES

Granite intends to present, either through direct live examination or by declaration, the testimony of the following:

1. Amanda Christoforo;
2. Kayla Zbinden;
3. Any witness identified or called by any other party to this contested matter; and
4. Any witness necessary for rebuttal.

EXHIBITS

Granite designates the following exhibits, any one or more of which may be offered into evidence at the Hearing:

<u>EX NO.</u>	<u>DESCRIPTION</u>
G-1	Master Services Agreement
G-2	Adoption Agreement
G-3	Amendment No. 2 to Master Services Agreement
G-4	Amendment No. 3 to Master Services Agreement
G-5* ²	Amendment No. 4 to Master Services Agreement
G-6*	Amendment No. 5 to Master Services Agreement
G-7*	Amendment No. 6 to Master Services Agreement
G-8*	Amendment No. 7 to Master Services Agreement
G-9*	Invoice Dated 11/1/2024, Account No. 04722562

² Exhibits marked with an asterisk contain confidential information not to be shared with anyone other than parties to this contested Motion, the Office of the United States Trustee and the Court.

<u>EX NO.</u>	<u>DESCRIPTION</u>
G-10*	Invoice Dated 1/1/2025, Account No. 04722562
G-11*	Invoice Dated 2/1/2025, Account No. 04722562
G-12*	Invoice Dated 3/1/2025, Account No. 04722562
G-13*	Invoice Dated 4/1/2025, Account No. 04722562
G-14*	Invoice Dated 2/1/2025, Account No. 04001072
G-15*	Invoice Dated 3/1/2025, Account No. 04001072
G-16*	Invoice Dated 4/1/2025, Account No. 04001072
G-17*	Fortinet Unreturned Equipment Spreadsheet
G-18*	Fortinet Returned Equipment Spreadsheet
G-19*	Meraki Unreturned Equipment Spreadsheet
G-20*	Calculation of Replacement Cost of Equipment
G-21	Declaration of Amanda Christoforo in Support of Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim
G-22	Declaration of Kayla Zbinden in Support of Motion of Granite Telecommunications, LLC for Allowance and Payment of Administrative Expense Claim
G-23	April 2025 Email Correspondence – Sale of Equipment on eBay
G-24	May 2025 Email Correspondence – Sale of Equipment on eBay
G-25*	Email Correspondence Between Debtors and Granite Regarding Equipment Recovery – December 2024
G-26*	Email Correspondence Among Counsel Regarding Equipment Recovery/Correspondence to Landlords
G-27*	Calculation of Value of Services
	Any exhibits listed by other parties to this contested matter
	Any documents or other evidence necessary for purposes of rebuttal

RESERVATION OF RIGHTS

Granite reserves the right to amend and/or supplement this Witness and Exhibit List at any time prior to the Hearing. Granite further reserves the right to (i) ask the Court to take judicial notice of pleadings, transcripts, and/or documents filed in, or in connection with, the above-captioned chapter 11 cases, or any publicly available documents, and (ii) cross-examine any witness called by any other party at the Hearing. Designation of any exhibit on the above list does not waive any objections Granite may have to any exhibit listed on any other party's exhibit list.

COZEN O'CONNOR

Dated: May 19, 2025

/s/ Marla S. Benedek

Marla S. Benedek (No. 6638)
1201 N. Market Street, Suite 1001
Wilmington, DE 19801
Telephone: (302) 295-2024
Facsimile: (302) 250-4498
Email: mbenedek@cozen.com

Counsel to Granite Telecommunications, LLC